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**PRESENTMENT DATE:**  
October 23, 2013 at 12:00 noon

**OBJECTION DEADLINE:**  
October 16, 2013 at 11:30 a.m.

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re

**BERNARD L. MADOFF INVESTMENT  
SECURITIES LLC,**

Debtor.

**IRVING L. PICARD**, Trustee for the Liquidation of  
Bernard L. Madoff Investment Securities LLC,  
Plaintiff,

- against -

**ALPHA PRIME FUND, LIMITED, and HSBC BANK  
PLC, and HSBC SECURITIES SERVICES  
(LUXEMBOURG) S.A.,**

Defendants.

Case No. 08-1789 (BRL)

SIPA LIQUIDATION

(Substantively Consolidated)

Adv. Pro. No. 09-01364 (BRL)

**TO: THE HONORABLE BURTON L. LIFLAND  
UNITED STATES BANKRUPTCY JUDGE**

**DECLARATION OF DENNIS J. NOLAN, ESQ. IN SUPPORT OF APPLICATION OF  
ANDERSON KILL P.C. TO WITHDRAW AS COUNSEL TO DEFENDANTS ALPHA  
PRIME FUND, LTD., ALPHA PRIME ASSET MANAGEMENT, LTD., CARRUBA  
ASSET MANAGEMENT LTD., REGULUS ASSET MANAGEMENT LTD, SENATOR  
FUND SPA, SENATOR FUND SPC., TEROO TRUST COMPANY LIMITED, AND  
URSULA RADEL-LESZCZYNSKI**

I, Dennis J. Nolan, Esq., hereby declare, pursuant to 28 U.S.C. § 1746, as  
follows:

1. I am an attorney admitted to practice, and in good standing, in this District,  
as well as in the Eastern District of New York. I am a shareholder in Anderson Kill P.C.

(“AK”), counsel of record to Defendants Alpha Prime Fund, Ltd. (“Alpha Prime”), Alpha Prime Asset Management, Ltd. (“APAM”, and together with Alpha Prime, the “Alpha Prime Defendants”), Carruba Asset Management Ltd. (“Carruba”), Regulus Asset Management Ltd. (“Regulus”), Senator Fund SPA (“Senator SPA”), Senator Fund SpC (“Senator SpC”, and together with Senator SPA, the “Senator Defendants”), Tereo Trust Company Limited (“Tereo”), and Ursula Radel-Leszczynski (“Radel- Leszczynski”, and collectively with the Alpha Prime Defendants, Carruba, Regulus, the Senator Defendants, and Tereo, the “Defendants”) in the above-referenced action. As such, I am fully familiar with the procedural facts and circumstances regarding this action. I respectfully submit this Declaration in support of AK’s Motion to Withdraw as Counsel.

1. On December 11, 2008, Bernard L. Madoff was arrested by federal agents for violation of the criminal securities laws, including, inter alia, securities fraud, investment adviser fraud, and mail and wire fraud.

2. On December 15, 2008, pursuant to SIPA § 78eee(a)(4)(b), SIPC filed an application in the District Court alleging, inter alia, that BLMIS was not able to meet its obligations to securities customers as they came due and, accordingly, its customers needed the protections afforded by SIPA. Simultaneously therewith, the District Court appointed the Trustee for the liquidation of the business of BLMIS pursuant to SIPA § 78eee(b)(3).

3. Shortly after the commencement of the SIPA proceeding, Alpha Prime and the Senator Defendants filed proofs of claim in these cases.

4. On or about July 15, 2009, the Trustee filed the Complaint (as subsequently amended) seeking to avoid and recover allegedly preferential and/or

fraudulent transfers of property, pursuant to 11 U.S.C. §§ 542, 547 and 548, made by the Debtor to the Defendants and to expunge the SIPA claims of various defendants, including Alpha Prime and the Senator Defendants.

5. On or about September 3, 2009, Alpha Prime retained AK to defend it in connection with the adversary proceeding, and to take all steps necessary to maximize its recovery on its proof of claim filed against the Madoff SIPA estate.

6. On or about November 6, 2009, the Senator Defendants retained AK to represent them in connection with a subpoena issued in this adversary proceeding. On March 17, 2011, the Senator Defendants retained AK to defend them in this adversary proceeding, and to take all steps necessary to maximize their recovery on their proof of claim filed against the Madoff SIPSA estate.

7. On or about March 17, 2011, APAM, Carruba, Regulus, and Tereo retained AK to defend them in this adversary proceeding.

8. On or about February 13, 2013, Radel-Leszczynski retained AK to defend her in this adversary proceeding.

9. On June 30, 2013, Todd E. Duffy, the shareholder at AK responsible for the representation of the Defendants, left AK to join DuffyAmedeo. The Defendants elected to retain Mr. Duffy at his new firm and terminate their attorney-client relationship with AK. The docket for these cases reflects Mr. Duffy's representation of the Defendants through DuffyAmedeo.

10. Accordingly, as set forth in the Application, AK's request for leave to  
withdraw should be granted.

Dated: October 1, 2013

/s/ Dennis J. Nolan  
Dennis J. Nolan